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ADOPTED

APRIL 11, 1991

BOSTON REDEVELOPMENT AUTHORITY

FIRST AMENDMENT TO THE REPORT AND DECISION ON THE DUDLEY NEIGHBORS, INC., FOR THE AUTHORIZATION AND APPROVAL OF A PROJECT UNDER MASSACHUSETTS GENERAL LAWS (MGL) CHAPTER 121A, AS AMENDED, AND CHAPTER 652 OF THE ACTS OF 1960, AS AMENDED, TO BE UNDERTAKEN AND CARRIED OUT BY A CHARITABLE CORPORATION ORGANIZED PURSUANT TO MASSACHUSETTS GENERAL LAWS, CHAPTER 180, AND APPROVAL TO ACT AS AN URBAN REDEVELOPMENT CORPORATION UNDER SAID CHAPTER 121A.

A. Prior Proceedings. Reference is made to the following:

1. On November 10, 1988, the Boston Redevelopment Authority (the "Authority") voted to adopt a Report and Decision (the "Report and Decision") on a project know as Dudley Neighbors, Inc., (the "Project"). Such vote was approved by the Mayor of the City of Boston on March 20, 1989 and the vote as approved was filed with the Clerk of the City of Boston on March 24, 1989. The Project, as more particularly described in the Report and Decision, consists of the acquisition, by eminent domain, and leasing for development of approximately fifteen (15) acres of privately held vacant land to be combined with approximately fifteen (15) acres of publicly owned vacant land located in the Dudley Triangle (the "Triangle") for the purpose of constructing approximately 500 units of low and moderate income housing, and for commercial, community and open space development.

2. On October 10, 1989, a certain Regulatory Agreement was executed by and between Dudley Neighbors, Inc., a Massachusetts charitable corporation organized pursuant to Massachusetts General Laws ("MGL"), Chapter 180 and authorized to act as an Urban Redevelopment Corporation under MGL Chapter 121A, as amended, in the Report and Decision, and the Authority (the "Regulatory Agreement").

3. On January 29, 1990, a certain Memorandum of Understanding was executed by and between Dudley Neighbors, Inc., and the City of Boston's Public Facilities Department (the "MOU").

4. On April 30, 1990, a certain agreement under Chapter 121A, Section 6A, was executed by and between Dudley Neighbors, Inc., and the City of Boston (the "6A Contract").

Dudley Neighbors, Inc., shall hereinafter be referred to as both the "Applicant" and the "Corporation."

B. Application for First Amendment. On April 1, 1991, the Applicant filed with the Authority a certain application, dated March 29, 1991, to amend for the first time the Report and Decision. Approval was request for a three year time extension on the power to initiate eminent domain pursuant to Massachusetts General Laws, Chapter 80, as amended (the "First Amendment Application"). The First Amendment Application is incorporated by reference as is fully set forth herein.

C. Authority Action. In acting hereunder, the Authority has considered the First Amendment Application itself, all documents and exhibits filed therewith or referred to therein, and all other information and material provided by the Applicant sufficient in the Authority's judgment to enable it to act hereunder.

D. Decision. The Authority hereby acts as follows:

1. Approval. The First Amendment Application is hereby approved and the Report and Decision is hereby amended only to the extent as specifically hereinafter set forth. If there is an inconsistency or conflict between the terms of the First Amendment Application and this document (the "First Amendment"), those of this First Amendment shall govern.

2. General Findings and Determinations. The Authority hereby finds and determines that: (a) the changes to the Project as approved in this First Amendment do not constitute a "fundamental change" in accordance with Chapter 652, Section 13A, as amended; (b) except to the extent inconsistent with or contrary to the provisions of this First Amendment, all of the findings, determinations, approvals and consents contained in the original Report and Decision, are hereby ratified and confirmed in all respects; (c) this First Amendment conforms to and complies with the provisions of Chapter 121A, Chapter 652, and the Authority's "Rules and Regulations Governing 121A Projects in the City of Boston," as amended; and (d) any procedural or other requirements of applicable statues and rules and regulations which may not have been complied with in the First Amendment Application or the Authority's proceedings in connection therewith are hereby waived.

3. Changes to the Project. The Authority hereby approves and amends the description of the Project in the Report and Decision as follows: (a) The current plans for the "Project" entail the construction of approximately 340 units of low to moderate income housing, in structures each not to exceed 4 stories, to be constructed in phases over a projected period of 5 years. In addition, the proposal includes some commercial space, areas of planned open space, a child care and teen center, internal roadway improvements, off-street parking provisions, and upgrading portions of the existing infrastructure within the

Project Area; (b) the current financing plan for the acquisition of approximate 15 acres of privately held vacant land in the Triangle will be accomplished pursuant to a Ford Foundation loan on a phase by phase basis; and (c) the modifications to the development and implementation schedule as set forth in the First Amendment Application. Furthermore, the Authority hereby approves an extension for an additional three (3) years of the delegation of the power of eminent domain to Dudley Neighbors Inc., under Chapter 121A, Section 11, first paragraph, and Massachusetts General Laws, Chapter 80A, as amended, in order to implement the Project, as herein amended. In accordance with the foregoing, Dudley Neighbors Inc., may exercise the power of eminent domain within a period of six (6) years from and after the date of the adoption of the original Report and Decision by the Authority, i.e., November 11, 1988, notwithstanding any provision of the Regulatory Agreement to the contrary.

4. Environmental Considerations. Pursuant to Massachusetts Environmental Policy Act ("MEPA"), General Laws, Chapter 30, Sections 62 to 62H inclusive, and implementing regulations of the Executive Office of Environmental Affairs ("EOEA"), the Applicant filed an Environmental Notification Form ("ENF") with EOEA on or about September 15, 1989. The Project was "categorically included" for an Environmental Impact Report ("EIR") by virtue of the proposed +350 units of housing and its Urban Redevelopment Corporation status. The Applicant requested a waiver of the required EIR for the entire project, and alternatively, for Phase 1 on the basis that the project will replace the previously existing housing stock.

On January 10, 1990 MEPA issued the final record of decision whereby the waiver requested for Phase 1 was approved subject to the City of Boston implementing the certain identified improvements at Dudley Street and Blue Hill Avenue. The Applicant also was required to file an EIR for the entire Project, including Phase 1, which will address Traffic, Sewer, and Historic/Archaeological issues. The Applicant is currently preparing the EIR in accordance with MEPA Regulation 11.07.

5. Zoning. While the Interim Planning Overlay District was in effect, the Project area was treated as a Special Study Area which required extensive community guidance and review to determine the appropriate new zoning. The zoning for the Triangle embodied the Corporations's vision and development plans. The new zoning for Roxbury ("Article 50" of the Boston Zoning Code), approved by the Zoning Commission, was effective on February 5, 1991. A seventy percent (70%) allowance for lot size, width, open space and front, rear and side yard requirements to any proposed project in the Triangle was granted pursuant to Section 50-27.2 and Table F of Article 50, provided that (a) the project is used exclusively for residential uses and uses accessory thereto; (b) not less than seventy percent (70%)

of the dwelling units are Affordable Housing; and (c) any proposed project is subject to or elects to comply with the design and development review requirements set forth in Section 50-37.1 or Section 50-37.2. No zoning deviations were requested by the Applicant and none are approved as part of this First Amendment.

6. Rules and Regulations. The Authority hereby imposes rules and regulations on the Project as changed by this First Amendment and requires the Corporation, prior to filing by either the Corporation or any of its ground lessees of an application for any Project related building permits with the Inspectional Services Department of the City of Boston, to: (a) enter into an Amendment to the Regulatory Agreement or an Amended and Restated Regulatory Agreement, the terms and conditions of which are acceptable to the Authority's Director; (b) submit to the Authority for its review and approval all plans and specification for the Project, as changed or amended by this First Amendment, and accept such revisions and modification as the Authority's Design Review staff may in its discretion impose; and (c) the use of the Project for low to moderate housing shall not be changed or altered in any respect without the approval of the Authority.

7. Report and Decision. All provisions of the original Report and Decision that are not specifically amended or revised by, or inconsistent with, this First Amendment shall remain in full force and effect.

E. Severability. In the event any provision of this First Amendment shall be held invalid or unenforceable by any court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provisions hereof.

MEMORANDUM

APRIL 11, 1991

TO: BOSTON REDEVELOPMENT AUTHORITY AND
STEPHEN COYLE, DIRECTOR

FROM: THOMAS O'MALLEY, ASSISTANT DIRECTOR
ANDREA d'AMATO, PROJECT MANAGER
NEIGHBORHOOD HOUSING & DEVELOPMENT

SUBJECT: FIRST AMENDMENT TO THE REPORT AND DECISION ON THE DUDLEY NEIGHBORS, INC., CHAPTER 121A PROJECT ("DUDLEY NEIGHBORS PROJECT")

EXECUTIVE SUMMARY: Request adoption of a First Amendment to the Report and Decision on the Dudley Neighbors, Inc., Project (the "First Amendment") which involves a request for a three (3) year time extension on the power to initiate eminent domain under MGL Chapter 80A.

Project Background

On November 10, 1988, the Boston Redevelopment Authority (the "Authority") voted to adopt a Report and Decision (the "Report and Decision") on a project known as Dudley Neighbors, Inc., (the "Project") which currently involves the acquisition by eminent domain, and leasing for development, approximately fifteen (15) acres of private, vacant land to be combined with approximately fifteen (15) acres of public, vacant land located in the Dudley Triangle (the "Project Area") for the purpose of constructing of approximately 370 units of low to moderate income housing, not to exceed 4 stories, to be constructed in phases over a projected period of 5 years. In addition, the project includes some commercial space, areas of planned open space, a child care and teen center, internal roadway improvements, off-street parking provisions, and upgrading portions of the existing infrastructure within the Project area.

When the Authority adopted the Report and Decision in November of 1988, Dudley Neighbors, Inc., (the "Applicant") contemplated taking all of the private vacant land at one time. Since then, however, changes have occurred in the acquisition financing of the Project. Ford Foundation has proposed to finance the acquisition, estimated at $2,000,000, for the entire Project, on a phase by phase basis only. The original agreement was made with both Consumers United Insurance Company ("CUIC") providing $1,000,000, and Ford Foundation providing $1,500,000 in funds. Since then, CUIC has withdrawn their commitment citing financial problems. It is important to note, however, that Ford does require that the acquisition be completed on a phase by phase basis.

Since the approval and adoption of the Report and Decision, the Applicant has proceeded systematically with the planning, community review, developer designation, and land acquisition components of the Project.

Although much progress has been made in the planning for the acquisition and development of the Triangle, more time will be required to acquire the vacant land as developers are selected for the multi-phased project.

First Amendment
The First Amendment authorizes a three year extension on the power to initiate eminent domain proceeding in the Project Area.

The Office of the General Counsel has determined that the Project changes do not constitute a "fundamental change" in accordance with the Acts of 1960, Chapter 652, Section 13A, as amended. Therefore, a public hearing was not required on the amendment application.

The requirements of Chapters 121A and 652 have been met and it is recommended that the Authority adopt the First Amendment to the Report and Decision as presented herewith.

An appropriate vote follows:

Voted: That the document presented at this meeting entitled "FIRST AMENDMENT TO THE REPORT AND DECISION ON THE DUDLEY NEIGHBORS, INC., FOR THE AUTHORIZATION AND APPROVAL OF A PROJECT UNDER MASSACHUSETTS GENERAL LAWS (MGL) CHAPTER 121A, AS AMENDED, AND CHAPTER 652 OF THE ACTS OF 1960, AS AMENDED, TO BE UNDERTAKEN AND CARRIED OUT BY A CHARITABLE CORPORATION ORGANIZED PURSUANT TO MASSACHUSETTS GENERAL LAWS, CHAPTER 180, AND APPROVAL TO ACT AS AN URBAN REDEVELOPMENT CORPORATION UNDER SAID CHAPTER 121A," be and hereby is approved and adopted in all respects.

Voted: That a fee waiver under Rule One, Section D of the Rules and Regulations in Chapter 121A First Amendment Application in the amount of $4,200.00 be approved by virtue of Dudley Neighbors, Inc., being a not-for-profit corporation based in the community, whose sole intent is the production of affordable housing.